

**River Valley Charter School
Board of Directors Meeting
Meeting # 245
July 25, 2018 7:00 pm**

In Attendance: Officers: Chair: Mark Belanger, Vice Chair: John Siegfried, Treasurer Mason Mitchell-Daniels, Secretary: Katherine Brown **Trustees:** Josh Porter, Nina Keery, Pamela Brockmeier Armstrong, Ben Scherz, Peter Zetlan, Amber Hewett, Jennifer McCormick, Todd Atanasoff, Nat Coughlin, Susanne Cameron, Catherine Martin, Karina Moltz **Director:** Andy Willemsen **Public:** Deb McCrevan, Jonnie Lyn Evans, Pat Forbes <<Add Foundation Member>>

Call to Order: 7:00

Public Comment: none

Update on Refinancing by Pat Forbes:

Pat Forbes from QPD has been supporting the refinancing project on behalf of RVCS. Ms. Forbes presented an update to the Board regarding the refinancing documents that have been prepared and completed for DESE, MA Development, the banks, and RVCS Foundation. The environmental report and assessment has been completed and we cleared. The appraisal is anticipated in early August. The anticipated closing date is anticipated in early September. Ms. Forbes then went through documents for BOT consideration and votes including the following:

Vote: Mark Belanger called for a vote on the BOND FINANCING AND GUARANTY as written in Appendix A:

Motion by Nat Coughlin, 2nd by Nina Keery. Board of Directors vote to accept was unanimous.

Vote: Mark Belanger called for a vote on the LEASE AMMENDMENT as written in Appendix A:

Motion by Nat Coughlin, 2nd by Mason Mitchell-Daniels. Board of Directors vote to accept was unanimous.

Vote: Mark Belanger called for a vote on the LINE OF CREDIT as written in Appendix A:

Motion by Nat Coughlin, 2nd by Susanne Cameron. Board of Directors vote to accept was unanimous.

Acceptance of Previous Minutes:

Vote: Mark Belanger called for a Motion "To Accept Previous Minutes"

Motion by John Siegfried, 2nd Pam Brockmeier Armstrong. Board of Directors vote to accept was all in favor with abstains from Nat Coughlin and Susanne Cameron.

Director's Report: Andy Willemsen

Andy Willemsen updated the Board with his monthly Director's report (see Appendix B).

Vote: Mark Belanger called for a motion to approve the Charter Renewal application as presented with allowance for minor edits.

Motion by Nat Coughlin, 2nd by John Siegfried. Board of Directors vote to accept was unanimous.

Discussion: Mason suggested teacher input to the application. Nina suggested the summary bullets be moved to the beginning of the document. Todd requested an explanation of the charter renewal process and Andy described the Charter as a contract, how we are obligated to show DESE that we have been true to our charter, and that the process includes this application, a site visit, and a report this year. Board members complimented the Administration for the good work on the Charter Renewal Application. Pam suggested that we communicate the Charter to parents. John noted that the section with 'Plans for the next 5 years' was really good and suggested we communicate this and the key accomplishments to the parents. Nat suggested that we look at the student attrition numbers metric, that we address the economically disadvantaged families, and that we look at bussing barriers in the new year.

Vote: Mark Belanger called for a motion to enter into a mortgage term that extends beyond the charter period.

Motion by Nat Coughlin, 2nd by Susanne Cameron. Board of Directors vote to accept was unanimous.

Vote: Mark Belanger called for a motion to close the Institution for Savings Account.

Motion by Mason Mitchell-Daniels, 2nd by Nat Coughlin. Board of Directors vote to accept was unanimous.

Discussion: Andy noted that the account was opened with hopes of establishing a good working relationship with the bank but that this had not come to fruition. He explained that the refinancing arrangement will oblige the school to hold most savings with East Boston Savings Bank and that the Newburyport 5 is our local bank.

Vote: Mark Belanger called for a Motion "To Enter Executive Session under the MA Open Meeting law Purpose for Executive Session #2: To conduct strategy sessions in preparation for negotiations with nonunion personnel or to conduct collective bargaining sessions or contract negotiations with nonunion personnel.

Motion by Nat Coughlin, 2nd Nina Keery. Board of Directors vote to accept was unanimous.

Adjourned: 9:15

Appendix A:

**VOTES ADOPTED BY THE BOARD OF TRUSTEES OF
RIVER VALLEY CHARTER SCHOOL (THE “SCHOOL”)
ON JULY 25, 2018**

BOND FINANCING AND GUARANTY:

VOTED: To adopt the following resolutions authorizing the tax-exempt bond financing with the Massachusetts Development Finance Agency as described herein:

WHEREAS, the River Valley Charter School Foundation, Inc. (the “Foundation”) has submitted an application to the Massachusetts Development Finance Agency (the “Agency”) for assistance in connection with the financing of all or a portion of the cost of refunding the Agency’s \$4,580,000 Section 501(c)(3) Revenue Bonds (River Valley Charter School Project), Series 2012 (the “Series 2012 Bonds”); and

WHEREAS, the Foundation has applied to the Agency for the Agency (a) to issue up to \$3,500,000 principal amount of new tax-exempt Section 501(c)(3) Bonds (the “Series 2018 Bonds”) and loan the proceeds thereof to the Foundation to finance all or a portion of the cost of refunding the Series 2012 Bonds; and (b) to enter into agreements by and among the Agency, the Foundation, the School, Prospect, Inc. (the “Lender”) and East Boston Savings Bank (the “Agent”),

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE SCHOOL AS FOLLOWS:

Section 1. The Board of Trustees hereby approves the application of the Foundation for Massachusetts Development Finance Agency Tax-Exempt Financing in the form of the Series 2018 Bonds, in an amount not to exceed \$3,500,000, to be issued by the Agency, the proceeds of which shall be used to make a loan (the “Loan”) in the amount of up to \$3,500,000 to the Foundation, unconditionally guaranteed by the School, to finance all or a portion of the cost of said refunding the Series 2012 Bonds, said Loan to be evidenced by, among other things, a Loan Agreement (the “Loan Agreement”) to be entered into by and among the Agency, the Foundation, the Lender and the Agent.

Section 2. That any one or more of the President, the Treasurer, the Executive Director and the Clerk of the School (the “Authorized Signatories”) be, and each of them acting together or singly hereby is, authorized to execute, acknowledge and deliver in the name and on behalf of the School any and all necessary or desirable documents, instruments or certificates in connection with the Loan as may be required by the Agency, the Lender or the Agent, or otherwise, including, without limitation: the Loan Agreement, one or more guaranties by the School of the Series 2018 Bonds secured by a

security interest in all business assets of the School and the Foundation, a Continuing Covenants Agreement, and any or all documents, certificates or instruments relating thereto. Each Authorized Signatory is authorized to deliver each in such form as approved by such Authorized Signatory, and the execution thereof by such Authorized Signatory or Signatories shall be conclusive as to such determination.

LEASE AMENDMENT:

VOTED: That in connection with the aforesaid bond refinancing, the School authorizes the execution and delivery of an amendment (the "Lease Amendment") to the Lease dated December 17, 2012 from the Foundation to the School, substantially in the form presented to this meeting, and the execution and delivery of any necessary or desirable documents, instruments or certificates related to the Lease Amendment, including, without limitation, an amended Notice of Lease to be recorded with the Essex South District Registry of Deeds.

Said Lease Amendment shall provide for a single prepayment of rent by the School, as tenant, to the Foundation, as landlord, in an amount not to exceed \$750,000, to be applied by the Foundation to the partial redemption of the Series 2012 Bonds. The amount of such payment shall be determined by the Authorized Signatories of the School and the Foundation, which determination shall be final and binding. Following said partial redemption, the Base Rent under the Lease shall be adjusted, as provided in Section 3 thereof, to reflect the reduction in debt service payments required under the Series 2012 Bonds.

LINE OF CREDIT:

VOTED: That the Board of Trustees of the School hereby approves the application of the School for a \$500,000 revolving demand line of credit transaction (the "Line of Credit") from East Boston Savings Bank, said loan to be evidenced by a revolving demand note, unconditionally guaranteed by the Foundation, and secured by a security interest in all business assets of the School and the Foundation.

VOTED: That any one or more Authorized Signatory, be, and each of them, acting singly, hereby is authorized and directed in the name and on behalf of the School, to sign, seal and deliver such documents, instruments, contracts, agreements, certificates and other instruments of every nature, which may be necessary or proper to consummate the guaranties of the Series 2018 Bonds, the Line of Credit, the Lease Amendment and all other transactions authorized by the foregoing votes, in such form and containing such terms, provisions and conditions as such Authorized Signatory may deem necessary or convenient to effectuate the purposes of the foregoing votes;

VOTED: That the signature of any of the foregoing persons shall be conclusive evidence of the approval of the form, of all of the terms, provisions, conditions, and of the

signing, execution, ensealing and delivery thereof for and in the name of, and on behalf of the School;

VOTED: That any and all previous actions taken in connection with the foregoing votes by any officer or trustee of the School are hereby ratified and confirmed.

Appendix B:



Director's Report to the River Valley Charter School Board of Trustees July 25, 2018

Annual Report

The Annual Report is substantially complete. The report presents a strong and positive portrait of the past year at RVCS, as the school is thriving in many regards. The school met four of the five measures on our Accountability Plan, and partially met the fifth. The partially met measure has to do with our place-based learning assessments. Our Accountability Plan says that "A minimum of 85% of students at each grade level [grades 3-8] will earn a score of 3 or better, on a 1 to 4 scale, on an assessment rated against a standardized place-based learning rubric for their grade level." Though we have confidence that our students are learning valuable lessons through our place-based program, we are still working on how best to assess that learning. We do not anticipate that this partially met measure will be of great concern to OCSSR. I will send a copy of the Annual Report to all Trustees once it is complete.

Charter Renewal Application

A draft of the Charter Renewal Application was sent to all Trustees by July 19th. We have made minor edits to the document to improve its readability, but have made no substantive changes to the content of the document. We have also completed the appendices, which include our Accountability Plan performance over the charter term, the General Statement of Assurances, supporting documents such as our Certificate of Occupancy, and Board membership information. We are pleased to be able to offer such a positive accounting of the school's progress and performance over the past charter term. We will ask the Board to vote to approve the application at the July meeting.

Charter Renewal Site Visit

OCSSR has scheduled a one-day renewal site visit for Thursday, September 20th. The visit will include a panel discussion with Trustees. I will provide a complete schedule by early September.

Refinancing Efforts

We are proceeding with our efforts to refinance with East Boston Savings Bank. We have assembled much of the same team of professionals that negotiated the purchase of the school in 2012, and to date, the process has run according to plan. There will be several votes at the July meeting for the Board to authorize next steps in the process. Absent any unforeseen snags, we expect to close in late August or early September.

Staffing Update

We have just three staffing changes for the upcoming year.

In our Kinderhaus, both Diane Oberheim and Peggy Pollock will be moving on to new opportunities next year. We are pleased to announce that we have hired a Mary Lytle as our new Kinderhaus Lead Teacher.

Mary is an AMS Certified Montessori Children's House educator, holding an MEd from Xavier University, and a BA from Holy Cross. Mary has five years of experience as a public Montessori Kindergarten teacher. She serves as Montessori teacher trainer for the Northeast Montessori Institute, and is excited to be joining the RVCS faculty.

Mary will be working with Nell Franchek as her Assistant Teacher. Nell has substantial experience substituting at RVCS, and has proven herself to be a natural Montessorian. She is a long-time counselor for Newburyport's Theater in the Open program, serving as Head Art Counselor for the past two summers. Nell is currently pursuing her BA in Psychology & Education at UMASS Amherst. Nell writes that "it has been nothing short of life-changing for me to substitute at RVCS," and we are pleased to have her join our team.

Two of our part-time literacy support teachers, Kate Kenny and Laura Laughlin, have decided to pursue other opportunities outside of education. We have hired Betsy Howgate to serve as our full-time Literacy Intervention Specialist, increasing the hours of support in this area. Betsy holds a MEd in Special Education, as well as a Bachelor of Science in Elementary Education. She also holds Massachusetts licensure in Early Childhood, Elementary and Special Education. Betsy brings broad experience in the field of literacy to her work, built through teaching experiences both as a lead teacher and in the Special Education field. We are excited to be strengthening this important area of academic support for next year.

As of now we are fully staffed for the upcoming school year. I am confident that these new teachers will be great additions to our already outstanding faculty.

Student Withdrawals

As of July 20th, we have five student withdrawals. This is significantly lower than in past years, though we will likely receive at least a few more prior to the opening of school. At this time, all openings have been filled from our waitlist. I will update Trustees further at the August meeting.

Solar Panels

ReVision Energy has successfully completed the permitting process for the solar array, and will be installing 350 panels during the week of August 6th. The system should be up and running by the opening of school, and will include a monitor showing real-time energy production.

Kinderhaus Odor

We have continued to address the environment in our Kinderhaus classroom. All sheetrock on the exterior walls was removed to 36" above the floor. We found only a few minor dots of mold, and the EH&E engineer was not concerned about these. There was some evidence from a window leak, and our window contractor has addressed this. There was some evidence of mouse activity, and our pest control company is assessing rodent activity school-wide during the summer break. We do not believe that mice were the cause of the odor. We have installed a de-humidifier in the sprinkler room that drains to the outdoors and will run 24/7 during the warm months. At this time the room is free from any unpleasant odor. We will continue to monitor the conditions as we begin the new school year.